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Copy to the Party - Sam Bartman

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OF COUNSEL
URBAN A. LESTER

September 25, 1995

19613
RECORDATION NO. FILED 1425
AUG 25 1995 - 11 20 AM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
SEP 25 11 14 AM '95
LICENSING BRANCH

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Loan and Security Agreement, dated as of September 25, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, and two (2) copies of a Memorandum of Lease and Assignment of Lease, dated as of September 25, 1995, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Loan and Security Agreement

Debtor: DSN Corporation
16 South Pennsylvania
Oklahoma City, Oklahoma 73107

Secured Party: The CIT Group/Equipment Financing, Inc.
300 S. Grand Avenue, 3rd Floor
Los Angeles, California 90071

Mr. Vernon A. Williams
September 25, 1995
Page 2

Memorandum of Lease and Assignment of Lease:

Lessor: ^{assignor}
DSN Corporation
16 South Pennsylvania
Oklahoma City, Oklahoma 73107

Lessee: ~~Assignor~~
El Dorado Chemical Company
16 South Pennsylvania
Oklahoma City, Oklahoma 73107

Assignee: The CIT Group/Equipment Financing, Inc.
300 S. Grand Avenue, 3rd Floor
Los Angeles, California 90071

A description of the railroad equipment covered by the enclosed documents is:

Ten (10) tank railcars EDCX 6034 through EDCX 6043, inclusive

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

This Memorandum of Lease and Assignment of Lease is made and entered into as of September 25, 1995 by and among DSN Corporation, an Oklahoma corporation ("DSN"), El Dorado Chemical Company, an Oklahoma corporation ("EDC") and The CIT Group/Equipment Financing, Inc. ("CIT").

WITNESSETH

1. Pursuant to a certain Railcar Lease Agreement dated as of September 25, 1995 ("Railcar Lease"), DSN, as lessor, will lease to EDC certain Rail Tank Cars bearing reported marks as listed on Exhibit "A" attached hereto ("Units").

2. Pursuant to a certain Assignment of Railcar Lease Agreement dated as of September 25, 1995 ("Assignment"), DSN, as collateral security for all obligations and indebtedness now or hereafter owing by DSN to CIT, has assigned and transferred to CIT the Railcar Lease and all payments due and to become due hereunder.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be duly executed by the respective officers duly authorized as of the date and year first above written.

DSN CORPORATION,
an Oklahoma corporation

By: James L. Wewers
Name: James L. Wewers
Title: V.P.

EL DORADO CHEMICAL
COMPANY,
an Oklahoma corporation

By: Tony M. Shelby
Name: Tony M. Shelby
Title: V.P.

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: Walter R. Impey
Name: Walter R. Impey
Title: SVP

EXHIBIT "A" TO
MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

DATED AS OF September 25, 1995

	<u>Model/Mfgr.</u>	<u>Description</u>	<u>Reporting Marks/ Road Number</u>
1.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6034
2.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6035
3.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6036
4.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6037
5.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6038
6.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6039
7.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6040
8.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6041
9.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6042
10.	111A60ALW2/ Trinity Industries, Inc.	16,580 Gallon 5/8"aluminum plate tank car	EDCX6043

STATE OF OKLAHOMA)
COUNTY OF Cleveland) ss.

On this 20th day of September, 1995, before me, the undersigned, a Notary Public in and for the county and state aforesaid, personally appeared James L. Wewers, to me known to be the identical person who signed the name of the maker thereof to the within and foregoing instrument as Vice President of DSN Corporation and acknowledged to me that he executed the same as his free and voluntary act and deed of said company, for the purposes therein set forth.

Given under my hand and seal the day and year last above written.

Yvonne M. Nidenberger
Notary Public

My Commission Expires:

9/9/96
[SEAL]

STATE OF OKLAHOMA)
COUNTY OF Oklahoma) ss.

On this 20th day of September, 1995, before me, the undersigned, a Notary Public in and for the county and state aforesaid, personally appeared Tony M. Shelby, to me known to be the identical person who signed the name of the maker thereof to the within and foregoing instrument as Vice President of El Dorado Chemical Company and acknowledged to me that he executed the same as his free and voluntary act and deed of said company, for the purposes therein set forth.

Given under my hand and seal the day and year last above written.

Betty Pettijohn
Notary Public

My Commission Expires:

9/25/96
[SEAL]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

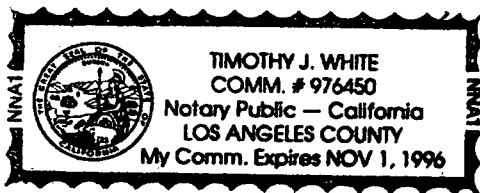
State of CALIFORNIA

County of LOS ANGELES

On SEPTEMBER 21, 1995 before me, TIMOTHY J. WHITE
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared WALTER R. IMPER
NAME(S) OF SIGNER(S)

☒ personally known to me - **OR** - ☐ proved to me on the basis of satisfactory evidence to be the person~~s~~ whose name~~s~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~s~~ on the instrument the person~~s~~, or the entity upon behalf of which the person~~s~~ acted, executed the instrument.



WITNESS my hand and official seal.

Timothy J. White
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

☐ INDIVIDUAL
☒ CORPORATE OFFICER
GVP
TITLE(S)

☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE